This listing of claims will replace all prior versions, and listings, of claims in the application: Listing of Claims:

Claim 1. (Currently amended) A compound of the Formula (I):

$$R^{10}$$
 R^{10}
 R^{7}
 R^{7}
 R^{7}
 R^{6}
 R^{1}
 R^{4}
 R^{4}
 R^{4}

wherein:

R³, R⁴, R⁵ and R⁶ are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, trihalomethane-sulfonamido, carbonyl, C-carboxy, O-carboxy, C-amido, N-amido, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, amino and -NR¹¹R¹² where R¹¹ and R¹² are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, acetyl, sulfonyl, and trifluoromethanesulfonyl, or R¹¹ and R¹², together with the nitrogen atom to which they are attached, combine to form a five- or six-member heteroalicyclic ring provided that at least two of R³, R⁴, R⁵ and R⁶ are hydrogen; or

R³ and R⁴, R⁴ and R⁵, or R⁵ and R⁶ may combine to form a six-membered aryl ring, a methylenedioxy group or an ethylenedioxy group;

R⁷ is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroalicyclic, hydroxy, alkoxy, aryloxy, carbonyl, acetyl, C-amido, C-thioamido, amidino, C-carboxy, O-carboxy, sulfonyl and trihalomethane-sulfonyl;

R⁸, R⁹ and R¹⁰ are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxy,

alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, carbonyl, C-carboxy, O-carboxy, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, C-amido, N-amido, amino and -NR¹¹R¹², wherein R¹¹ and R¹² are as defined above;

R¹ is hydrogen or alkyl; and

R^{3'} and R^{4'} form an unsubstituted heteroalicyclic ring provided that the heteroalicyclic ring is not piperidin 1-yl or morpholin 4-yl pyrrolidin-1-yl ring; or a pharmaceutically acceptable salt thereof.

Claims 2 - 5 (Cancelled).

Claim 6. (Original) The compound of any one of Claims 2, 3, 4, or 5 wherein R^1 and R^7 are hydrogen.

Claim 7. (Currently amended) The compound of Claim 1, wherein R³, R⁴, R⁵, R⁶, R⁷, and R⁹ are hydrogen, and R⁸ and R¹⁰ are unsubstituted lower alkyl: and R³ and R⁴ combine to form a heteroalicyclic ring.

Claim 8. (Original) The compound of Claim 7, wherein R^8 and R^{10} are methyl and $R^{1^{\circ}}$ is hydrogen.

Claim 9 (Cancelled).

Claim 10. (Original) The compound of Claim 1, wherein R^3 , R^4 , R^5 , R^6 , and R^7 are hydrogen and R^8 and R^{10} are unsubstituted lower alkyl.

Claim 11. (Original) The compound of Claim 10, wherein R^9 is C-amido or lower alkyl substituted with carboxy and $R^{1'}$ and R^{7} are hydrogen.

Claim 12. (Currently amended) The compound of Claim 11, wherein R⁸ and R¹⁰ are methyl and R² and R² combine to form a heteroalicyclic ring.

Claim 13. (Cancelled).

Claims 14 – 19 (Cancelled).

Claim 20. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and a compound of Claim 1.

Claim 21 (cancelled).

Claim 22. (Original) The pharmaceutical composition of Claim 20, wherein said composition is administered parenterally.

Claims 23-36 (cancelled).